

QUONSET DEVELOPMENT CORPORATION
MEETING OF BOARD OF DIRECTORS

August 20, 2012

PUBLIC SESSION MINUTES

A meeting of the Board of Directors of the Quonset Development Corporation (the “Corporation”) was held at 5:00 p.m. on Monday, August 20, 2012, at the offices of the Corporation located at 95 Cripe Street, North Kingstown, Rhode Island, pursuant to notice to all members of the Board of Directors and a public notice of the meeting as required by the Bylaws of the Corporation and applicable Rhode Island Law.

The following members constituting a quorum were present and participated throughout the meeting as indicated: Robert H. Breslin, Jr., James Berson, Elizabeth Dolan, Kas DeCarvalho, Barbara Jackson, John G. Simpson, and James Rugh. Absent were: John G. Laramée, Anthony F. Miccolis, Jr., William J. Parsons, and John A. Patterson. Also present were: Steven J. King, P.E., Managing Director; Kevin M. Barry, Finance Director; E. Jerome Batty, Secretary; and Corporation’s staff and members of the public.

1. CALL TO ORDER:

The meeting was called to order at 5:07 p.m. by Vice Chairman John G. Simpson.

2. APPROVAL OF MINUTES:

Upon motion duly made by Mr. Berson and seconded by Mr. Breslin, the Board:

VOTED: To approve the Public and Executive Session of the July 16, 2012 meeting, as presented.

Voting in favor were: Robert H. Breslin, Jr., James Berson, Elizabeth Dolan, Barbara Jackson, John G. Simpson, and James Rugh.

Voting Against were: None

Unanimously Approved.

3. STAFF REPORTS:

Mr. King reviewed the Staff Report with the Board:

TIGER Project

- TIGER projects are approximately 84% complete.**
- Pier 1 Improvements- installation of new fender units has begun with removal of old fenders and preparing concrete fascia beam for**

six units on the eastern end of the pier.

- Davisville Road Improvements and Tidal Drive Extensions – the new entrance roadway is being constructed with alignment and rough grading sections of Davisville Road and the relocation of a section of Allen Harbor Road installed.**
- Mobile harbor crane - training for operators of the crane occurred during the week of 8/13/12.**

EDA Project

- Construction of Compass Circle roadway has begun with stump removal and site clearing.**

CMAQ Project – RI Fast Ferry Dock

- CRMC approved the project on July 24, 2012. Upon receipt of the permit and RIDOT approval to proceed, the project will be advertised for bid. The plan is for work to begin at the end of RI Fast Ferry's season in October.**

Construction Project

- Maintenance Dredging – Bids were received August 2, 2012 and Great Lakes Dredge & Dock, LLC of Oak Brook, Illinois was the low bidder.**
- Pavement Management – Road improvement will be funded by Infrastructure funds under the Master Service Agreement with the Town of North Kingstown. Bids were received July 31, 2012 and J.H. Lynch and Sons of Peace Dale, RI was the low bidder.**

Development

- **Wide World of Indoor Sports** - nearing completion and scheduled to open on September 15, 2012.
- **Gateway Home Goods** scheduled to open in October 2012.
- **Solar** – **Bella Energy** has submitted a proposal to National Grid for the Camp Avenue site.
- **Bryant University** is conducting an economic impact study of the Business Park beginning with a survey of the tenants.

Operations

- **Gottwald Crane** – Maintenance staff and ILA members attended a 40 hour crane training course and four employees were issued licenses to operate the crane.
- **Spreader Bar and Containers** – QDC maintenance personnel attended training on the container spreader.
- **Storage Buildings** – warehouse buildings are progressing.

Port Operations

- **Port Activity** continues to be brisk with 13 ships carrying 16,326 vehicles inbound in July 2012.

Finance and Administration

- **Final annual audit report** will be presented to the Board in September.
- **Waste Water Treatment Facility** received notice of zero deficiencies

in their 2012 compliance evaluation inspection.

- QDC issued an RFP for Terminal Operating Agent. There were two proposals received and interviews have been scheduled.**

4. COMMITTEE REPORTS:

There were no committee meetings.

5. APPROVALS:

A. Final Adoption of Amended Terminal Tariff 017 for the Port of Davisville:

Mr. King advised the Board that the Terminal Tariff 017 was filed with the Secretary of State under the Administrative Procedures Act as was voted on and approved at the June meeting. Comments were received and the draft tariff has been amended as follows:

1. Page 4, Item 4 (Line 3)– Responsibility for Loss or Damage

The expense of the repair of such damage or injuries or deaths to any persons shall be paid by said vessel or person, or agent of said vessel or person, except where it is due to QDC's own negligence.

2. Page 8, Item 20D – Stevedoring

Umbrella coverage increased from \$5,000,000.00 to \$15,000,000.00 under licensing requirements.

3. Page 10, Item 32A

Dockage decreased from \$6.00 per LOA per twenty-four period to \$5.00 per LOA per twenty-four hour period.

4. Page 13, Item 39B and 39D – Free Time

Loading and Discharging: automobiles (only) assembly or unloading on the terminals, was increased from five (5) to seven (7) days without charge.

Kas R. DeCarvalho joined the meeting at 5:14 p.m.

Upon motion duly made by Ms. Jackson and seconded by Mr. Berson, the Board:

VOTED: That the Corporation hereby approves and adopts the Port of Davisville Terminal Tariff (the “Tariff”) substantially in accordance with the form presented to the Board which amended Tariff shall replace the existing Tariff.

VOTED: That each of the Managing Director or Director of Finance, each of them acting alone, (the “Authorized Officer”) hereby is authorized, empowered and directed to effectuate the intent of the foregoing resolutions with any and all modifications, renewals and variations of the Tariff as any of the Authorized Officers acting singularly and alone shall deem necessary, desirable and without further specific action by this Board.

Voting in favor were: Robert H. Breslin, Jr., James Berson, Elizabeth Dolan, Barbara Jackson, John G. Simpson, and James Rugh.

Abstaining: Kas R. DeCarvalho

Voting Against were: None

Unanimously Approved.

B. Approval of a land purchase from Michael and David Collins 39 Foliage Drive Plat 180, Lot 17:

Mr. King introduced David Collins to the Board and reviewed the land purchase. Mr. King explained that in 2007, Mr. Collins and his brother, Michael, purchased the 1.76 acres in West Davisville with plans to expand their trucking business; M & D Transportation. The company has since taken space in West Davisville Commons and no longer has a need for the parcel. QDC sold the parcel to M & D Transportation for \$246,500 and has offered to repurchase the property for \$215,000. The proposed parcel is adjacent to two site readiness parcels and will provide some development flexibility.

Upon motion duly made by Mr. Breslin and seconded by Ms. Dolan, the Board:

VOTED: That the Corporation acting by and through its Chair, Vice-Chair, Managing Director or Finance Director, each of them acting alone (the "Authorized Officers") is hereby authorized to

purchase land from Michael Collins and David Collins, enter into, execute and deliver a Purchase and Sale Agreement, and other agreements related thereto with Michael Collins and David Collins for the purchase of such land located at 39 Foliage Drive, North Kingstown, Rhode Island designated as Tax Assessor's Plat 180, Lot 4 (1.76 acres) substantially in accordance with the Request for Board Authorization presented to the Board (the Purchase and Sale Agreement, and related documents are referred to herein collectively as the "Purchase Agreements").

VOTED: That each of the Authorized Officers, acting singularly and alone, be and each of them hereby is authorized, empowered and directed to effectuate the intent of the foregoing resolutions by executing, delivering and performing any and all modifications, renewals, confirmations and variations of such Purchase Agreements or as any of the Authorized Officers acting singularly and alone shall deem necessary, desirable and without further specific action by this Board, and on behalf of the Corporation, such Authorized Officers are hereby authorized, empowered and directed to prepare or cause to be prepared and to execute, perform and deliver in the name and on behalf of the Corporation the Purchase Agreements and/or all related and ancillary agreements and documents in connection with the terms and conditions to be effectuated by the Purchase Agreements, including any and all agreements, contracts, certificates, assignments, and memorandums upon such terms and conditions and with such changes, additions, deletions, supplements and

amendments thereto as the Authorized Officer executing or authorizing the use of the same shall determine to be necessary, desirable and appropriate and in the best interest of the Corporation.

VOTED: That in connection with any and/or all of the above resolutions, the taking of any action, the execution and delivery of any instrument, document or agreement by any of the Authorized Officers in connection with the implementation of any or all of the foregoing resolutions shall be conclusive of such Authorized Officer's determination that the same was necessary, desirable and appropriate and in the best interest of the Corporation.

Voting in favor were: Robert H. Breslin, Jr., James Berson, Kas R. DeCarvalho, Elizabeth Dolan, Barbara Jackson, John G. Simpson, and James Rugh.

Voting Against were: None

Unanimously Approved.

6. MOTION TO ADJOURN TO EXECUTIVE SESSION:

Upon motion duly made by Ms. Jackson and seconded by Mr. DeCarvalho, the Board:

VOTED: To adjourn to Executive Session pursuant to Subsection (5)

– (Acquisition or Lease of Real Estate for Public Purposes or Disposition of Publicly held Property), Subsection (6) – (Location of Perspective Businesses in Rhode Island) and Subsection (7)- (Investment of Public Funds) of the RIGL §42-46-5(a) (the “Open Meetings Law”).

Voting in favor were: Robert H. Breslin, Jr., James Berson, Kas R. DeCarvalho, Elizabeth Dolan, Barbara Jackson, John G. Simpson, and James Rugh.

Voting Against were: None

Unanimously Approved.

The meeting adjourned to Executive Session at 5:17 p.m. The meeting reconvened in Public Session at 6:20 p.m.

7. VOTE TO MAINTAIN MINUTES OF EXECUTIVE SESSION CLOSED:

Upon motion duly made by Mr. Berson and seconded by Mr. DeCarvalho, the Board:

VOTED: Pursuant to Section 42-46-4 and 42-46-5 of the General Laws, the minutes of the Executive Session shall not be made available to the public at the next regularly scheduled meeting of the Corporation because such disclosure may adversely impact ongoing

negotiations.

Voting in favor were: Robert H. Breslin, Jr., James Berson, Kas R. DeCarvalho, Elizabeth Dolan, Barbara Jackson, John G. Simpson, and James Rugh.

Voting against were: None.

Unanimously approved.

There being no further business to come before the Board, upon motion duly made by Mr. Breslin and seconded by Mr. Berson, the meeting was adjourned at 6:22 p.m.

Respectfully submitted:

By: _____

E. Jerome

Batty, Secretary